



**ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED**

**東勝智慧城市服務控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING  
OF THE COMPANY TO BE HELD ON 28 JUNE 2024**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
share(s) of HK\$0.005 each in the share capital of Orient Victory Smart Urban Services Holding Limited (the “Company”) hereby appoint the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at conference room of B03, 29/F., Tower 1 Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 28 June 2024 at 11:00 a.m. (the “Meeting”) or any adjournment thereof, on the under-mentioned resolution as indicated, and, if no such indication is given, as my/our proxy thinks fit:

Ordinary Resolutions <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Director(s)”) and independent auditors of the Company for the year ended 31 December 2023.		
2.	To re-elect Mr. Mo Yueming as an executive Director.		
3.	To re-elect Mr. He Qi as an independent non-executive Director.		
4.	To appoint Mr. Xue Fei as an executive Director.		
5.	To appoint Ms. Hao Ying as an executive Director.		
6.	To appoint Mr. Lin Hua Rong Harry as an independent non-executive Director.		
7.	To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration.		
8.	To re-appoint Mazars CPA Limited as independent auditors of the Company and authorise the Board to fix their remuneration.		
9(A).	To grant a general mandate to the Directors to issue new shares as set out in resolution no. 9(A) of the notice of the Meeting dated 21 May 2024 (the “Notice”).		
9(B).	To grant a general mandate to the Directors to repurchase shares as set out in resolution no. 9(B) of the Notice.		
9(C).	To extend the general mandate granted to the Directors under resolution no. 9(A) to issue new shares by the number of shares repurchased as set out in resolution no. 9(C) of the Notice.		
Special Resolutions <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
10.	To change the English name of the Company from “ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED” to “GANGYU SMART URBAN SERVICES HOLDING LIMITED” and to adopt “港譽智慧城市服務控股有限公司” as the new Chinese name of the Company in place of its existing Chinese name of “東勝智慧城市服務控股有限公司”.		
11.	To approve the amendments to the existing memorandum and articles of association of the Company and to adopt the New M&A (that is, the third amended and restated memorandum and articles of association) as the memorandum and articles of association of the Company as set out in resolution no. 11 of the Notice.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signed <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- The full text of the resolution appear in the circular to the shareholders of the Company dated 21 May 2024.
- IMPORTANT:** If you wish to vote for any resolution, tick the appropriate box(es) marked “FOR”. If you wish to vote against any resolution, tick the appropriate box(es) marked “AGAINST”. Failure to complete the box(es) will entitle your proxy to cast his votes at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint shareholdings, any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share as if he/she were solely entitled thereto, provided that if more than one of such joint holders be present at the Meeting or any adjournment thereof, personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding. Holders of treasury Shares of the Company, if any, shall abstain from voting at the Company’s general meeting in connection to such treasury Shares.
- In order to be valid, this form of proxy together with power of attorney or other authority (if any) under which it is signed or a notarial certified copy of such power of attorney or authority, must be deposited with the Company’s share registrar and transfer office in Hong Kong (the “Share Registrar”), Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting or any adjournment thereof, in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof, if you wish to do so. In that event, this form of proxy will be deemed to have been revoked.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company’s Share Registrar.